

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11 Case No.  
GENERAL MOTORS CORP., *et al.* : 09-50026 (REG)  
Debtors. : (Jointly Administered)  
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**DECLARATION AND DISCLOSURE STATEMENT OF RICHARD M. KREMEN,  
ON BEHALF OF DLA PIPER LLP (US)**

STATE OF MARYLAND )  
 ) ss:  
COUNTY OF BALTIMORE )

Richard M. Kremen, hereby declares, pursuant to section 1746 of title 28 of the  
United States Code:

1. I am a Partner of DLA Piper LLP (US), located in The Marbury Building  
at 6225 Smith Avenue, Baltimore, Maryland 21209-3600 (the "Firm").

2. General Motors Corporation and certain of its subsidiaries, as debtors and  
debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"),  
have requested that the Firm provide legal services to the Debtors, and the Firm has consented to  
provide such services.

3. The Firm may have performed services in the past and may perform  
services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties  
in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is  
retained in cases, proceedings, and transactions involving many different parties, some of whom  
may represent or be claimants or employees of the Debtors, or other parties in interest in these  
chapter 11 cases. The Firm does not perform services for any such person in connection with

these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

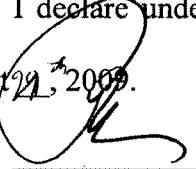
4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed, except as follows:

The Firm represents Penske in connection with trademark and IP matters. Penske is in the process of purchasing trademarks and IP from DM Saturn. Conflict waivers have been signed by all parties.

6. The Debtors owe the Firm \$178,858.50 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on  
August 21, 2009.  
By: 

Richard M. Kremen, Partner  
DLA Piper LLP (US)  
The Marbury Building  
6225 Smith Avenue  
Baltimore, Maryland 21209

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**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.**  
**RETURN IT FOR FILING BY THE DEBTORS, TO:**

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

DLA Piper LLP (US)

6225 Smith Avenue

Baltimore, MD 21209-3600

2. Date of Retention: 1990 or prior

3. Brief description of services to be provided:

1) Representation of GM in connection with claims from individuals who allege injuries as a result of exposure to asbestos dust in the client's friction products (brakes, clutches, gaskets etc.)

2) Disclosure - Advice and assistance related to disclosure in the Franchise Disclosure Document for Saturn of developments with respect to both GM and Saturn. Also, advice related to potential continuing obligations of Saturn following a transfer of the brand.

3) Registration - Advice and assistance related to filings and amendments with state franchise authorities regarding developments with respect to both GM and Saturn.

4) Representation in connection with Treasurer's office lease

4. Arrangements for compensation (hourly, contingent, etc.):

Hourly

(a) Average hourly rate (if applicable): \$511.33 (average June 1, 2008 – May 31, 2009)

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition): \$182,022 (average June 1, 2008 – May 31, 2009)

(c) Prepetition claims against the Debtors held by the firm:

Amount of claim: \$178,858.50

Date claim arose: Invoices dated 5/14/2009 through 7/30/2009

Source of Claim: Legal Fees & Disbursements

5. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A - We have no knowledge of claims by our individual members, associates or professional employees

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of claim: N/A

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6. Stock of the Debtors currently held by the firm:

Class of shares: None

No. of shares: N/A

7. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: N/A - We have no knowledge of stocks owned by our individual

members, associates or professional employees

Status: N/A

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Class of shares: N/A

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No. of shares: N/A

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8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Penske System (adverse to GM Saturn): We are representing Penske in connection with trademark and IP matters. Penske is in the process of buying trademarks & IP from Saturn. Conflict has been waived.

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11. Name of individual completing this form:

Richard M. Kremen

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